

# To the shareholders of Fred. Olsen Energy ASA

## Notice of Annual General Meeting

The Annual General Meeting in Fred. Olsen Energy ASA will be held 25 May 2016 at 09.00 am. in the Company's offices at Fred. Olsen gt. 2, Oslo.

### Agenda:

1. **Opening of the Annual General Meeting by the Chairman of the Board and approval of the notice to the meeting together with the agenda.**
2. **Election of a chairman for the meeting and registration of attending shareholders together with election of one shareholder to sign the minutes together with the chairman of the meeting.**
3. **Directors' Report including the statement on corporate governance and the Annual Accounts for 2015 for Fred. Olsen Energy ASA parent company and consolidated.**

4. **Authorization for the Board of Directors to increase the share capital of the Company**

The current authority with the Board to increase the share capital by 6,669,422 shares will expire at this year's Annual General Meeting. The Board proposes to the Annual General Meeting that a new authorization to increase the share capital is given to the Board. The Company may need additional equity in order to strengthen its business within the offshore segment. An increase in the share capital may be brought about either by issuing new shares or by raising loans with rights to subscribe for new shares or a combination of these means, however only in such a way that the aggregated number of new shares will not exceed 6,669,422 shares (10 % of total number of issued shares).

The Board proposes to the Annual General Meeting to pass resolutions on the following authorities:

1. Increase of the share capital by issuing new shares
  - a) The Board is authorized to increase the share capital by up to NOK 133,388,440 divided at 6,669,422 shares, each share with a nominal value of NOK 20.
  - b) Issue price and other subscription terms to be decided by the Board.
  - c) The authority comprises share capital increases against other assets than cash, including decision on merger, and/or acquisition of other companies.
  - d) The authority will expire at the next Annual General Meeting.
  - e) The shareholders' pre-emption rights may be waived, in whole or partly.
  - f) Following any changes in the Company's share capital or number of shares as a consequence of share split, bonus issue etc., the authorization shall be deemed adjusted accordingly.
  - g) § 4 of the Company's Articles of Association to be adjusted in connection and in accordance with the share capital increase.
2. Increase of the share capital by raising loans with the right to subscribe for new shares
  - a) The Board is authorized to raise loans up to NOK 1,000,000,000 with rights to subscribe for new shares.
  - b) The Board is authorized to increase the share capital by up to NOK 133,388,440 divided at 6,669,422 shares, each with a nominal value of NOK 20.
  - c) Issue price and other subscription terms to be decided by the Board.
  - d) The authority expires at the next Annual General Meeting.
  - e) The shareholders' pre-emption right may be waived, in whole or partly.
  - f) Following any changes in the Company's share capital or number of shares as a consequence of share split, bonus issue etc., the authorization shall be deemed adjusted accordingly.
  - g) § 4 of the Company's Articles of Association to be adjusted in connection and in accordance with the share capital increase.

## 5. Authorization for the Board of Directors to purchase the Company's own shares ("Treasury shares")

The current authority with the Board to purchase the Company's own shares will expire at this year's Annual General Meeting. The Board of Directors proposes to the Annual General Meeting that a new authorization is given to the Board to purchase own shares in the Company. The reason for the proposal is to give the Board the financial flexibility it represents to purchase own shares limited to 10% of the share capital pursuant to Sections 9-2 onwards of the Public Limited Companies Act.

The Board's proposal to the Annual General Meeting is as follows:

- a) The Board is authorized to acquire up to 6,669,422 shares in the Company, each share with a nominal value of NOK 20.
- b) The purchase price per share shall not be lower than NOK 5 and not higher than NOK 100.
- c) The number of own shares shall not at any time exceed 10% of the total shares issued by the Company.
- d) The Board is authorized to decide the form of purchase of the shares and also the form of any sales of such shares.
- e) The authority expires at the next Annual General Meeting.

## 6. Statement by the Board of Directors on the remuneration of the senior management

The statement by the Board of Directors, in accordance with Section 6-16a of the Public Limited Companies Act, is enclosed to this notice as Appendix 1.

## 7. Stipulation of Board of Directors' fees

## 8. Stipulation of Auditor's fee.

## 9. Election of Board of Directors.

The Board of Directors are elected for a two-year period. The term of service for Øivin Fjeldstad expires at this Annual General Meeting. Also Stephen Knudtzon's term of service as Deputy Board Director expires at this Annual General Meeting and he will be up for re-election.

## 10. Closing

The Company is a Norwegian public limited liability company governed by Norwegian law, hereunder the Public Limited Liability Companies Act and the Securities Trading Act.

As of the date of this summons, the Company has issued 66,694,229 shares. In the Company's General Meetings each share has one vote. The shares have equal rights in all respects. As at the date of this notice, the Company owns no Treasury shares.

Shareholders are entitled to attend the General Meeting in person or by proxy, and are further entitled to speak at the General Meeting. Shareholders may also be accompanied by an advisor who may speak at the General Meeting.

A shareholder has the right to put matters on the agenda of the General Meeting. Any such matter shall be reported in writing to the Board within seven days prior to the deadline for the notice to the General Meeting, along with a proposal to a draft resolution or a justification for the matter having been put on the agenda. In the event that the notice has already taken place, a new notice shall be sent if the deadline has not already expired. A shareholder has in addition a right to put forward a proposal for resolution.

A shareholder may require Board Directors and the Managing Director to furnish in the General Meeting all available information about matters that have been submitted to the shareholders for decision and about the Company's financial position.

A shareholder with shares registered through a custodian approved pursuant to Section 4-10 of the Norwegian Public Limited Companies Act has voting rights equivalent to the number of shares which are covered by the custodian arrangement provided that the shareholder prior to the General Meeting provides the Company with his name and address together with a confirmation from the custodian to the effect that he is the beneficial owner of the shares held in custody, and provided further that the board does not disapprove such beneficial ownership after receipt of such notification.

Shareholders who wish to attend the General Meeting, either in person or by proxy, must complete and return the attendance slip by 4 p.m. (CET) 20 May 2016. Shareholders who have failed to register by the deadline can be denied access.

A power of attorney for the shareholders who wish to (i) grant the Chairman of the Board or any person authorized by her, or another person a proxy to represent their shares at the General Meeting, or (ii) grant a power of attorney with voting instructions, has been made available and is enclosed herewith.

Notice of attendance and voting proxies shall be sent either by e.mail to: [genf@dnb.no](mailto:genf@dnb.no) or by regular mail to DNB Bank ASA, Registrar's Department, P.O. Box 1600 Sentrum, 0021 Oslo, Norway.

The Annual Report for 2015 is available on [www.fredolsen-energy.com](http://www.fredolsen-energy.com), or can be sent upon request to [svs@fredolsen-energy.no](mailto:svs@fredolsen-energy.no)

Oslo, 4th May 2016  
The Board of Directors of Fred. Olsen Energy ASA

## Appendix 1 to Agenda item 6

The Board of Directors' statement on salary and other remuneration of the Company's senior management, cf. Public Limited Liability Companies Act § 16-6a, is placed before the Annual General Meeting for advisory approval.

The statement is as follows:

### **Fred. Olsen Energy ASA - STATEMENT BY THE BOARD OF DIRECTORS ON SALARY AND OTHER REMUNERATION FOR LEADING PERSONNEL**

#### **Statement by the Board**

The Board of Directors of Fred. Olsen Energy ASA will present the following statement on salary and other remuneration for leading personnel to the 2016 Annual General Meeting in accordance with the Public Limited Liability Companies Act § 6-16a:

#### **Compensation Committee**

The Board of Directors of Fred. Olsen Energy ASA has a Compensation Committee comprising the Chairman of the Board and three Directors, of which two are independent of the main shareholders. The Compensation Committee considers and recommends to the Board salary and benefits for the Chief Executive Officer and leading personnel as well as management incentive schemes for the Group. The leading personnel consists of the Group management (Chief Executive Officer and Chief Financial Officer of Fred. Olsen Energy ASA) and the Managing Directors in the subsidiaries, a total of 5 employees.

#### **Guidelines for determining the salary and other remuneration of Fred. Olsen Energy ASA's leading personnel**

The policy of Fred. Olsen Energy ASA is to offer competitive salaries and benefits to the leading personnel in order to attract qualified management within the Company's business segments. The Company seeks to apply competitive and motivating remuneration principles to attract, develop and retain highly qualified employees. The salaries paid to the leading personnel are determined on the basis of the responsibility and complexity of the appointment in question. A part of the remuneration to the leading personnel is based on the Company's financial performance, related to achieved budget goals and the increase in market value of the shares of the Company. In addition to fixed salary, the leading personnel of Fred. Olsen Energy ASA receives other remuneration by way of potential annual cash bonuses, participation in the Group's pension scheme, benefits in kind in the form of newspapers, telephone and other employee benefits. The leading personnel are not entitled to salary payments upon termination of employment for a period beyond what is stipulated by law.

The beneficiaries of the Company's cash bonus scheme are the leading personnel and certain key personnel. Annual awards under the scheme, maximised to one year's salary, are subject to the Group achieving certain pre-defined financial criteria, including achieved budget goals and increase in the market value of the Company's shares. The remuneration for 2015 has been in accordance with the statement presented at the Annual General Meeting in May 2015. The principles are unchanged from 2015 to 2016. The remuneration of the leading personnel is further described in note 17 in the Annual Report for 2016.

The Board proposes that the AGM approve the following resolution:

*"The AGM hereby approves on an advisory basis the Board's statement on determination of the salary and other remuneration for leading personnel!"*

Oslo, 4th May 2016

(Sign.)  
Anette S. Olsen

(Sign.)  
Cecilie B. Heuch

(Sign.)  
Agnar Gravdal

(Sign.)  
Jan Peter Valheim

(Sign.)  
Øivin Fjeldstad

Ref no:

PIN code:

**Notice of ordinary General Meeting**

An Annual General Meeting of Fred. Olsen Energy ASA will be held on 25 May 2016 at 09.00 a.m. in the company's office in Fred. Olsen gate 2, 0152 Oslo, Norway

If the shareholder is an enterprise, it will be represented by:

.....  
Name of enterprise's representative  
(To grant a proxy, use the proxy form below)

**Notice of attendance/voting prior to the meeting**

The undersigned will attend the Annual General Meeting on 25 May 2016 and vote for:

Own shares  
Other shares in accordance with enclosed Power of Attorney  
A total of ..... Shares

This notice of attendance must be received by DNB Bank ASA no later than 4 p.m. on 20 May 2016.

**Notice of attendance may be sent electronically through the Company's website [www.fredolsen-energy.com](http://www.fredolsen-energy.com) or through VPS Investor Services. Advance votes may only be cast electronically, through the Company's website [www.fredolsen-energy.com](http://www.fredolsen-energy.com) or through VPS Investor Services.** To access the electronic system for notification of attendance and advance voting through the Company's website, the above-mentioned reference number and PIN code must be stated.

It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

.....  
Place and date Shareholder's signature (If attending personally. To grant a proxy, use the form below)

Ref no:

PIN code:

**Proxy (without voting instructions)**

This proxy form is to be used for a proxy without voting instructions. To grant a proxy with voting instructions, please go to page 2.

If you are unable to attend the Annual General Meeting in person, this proxy may be used by a person authorised by you, or you may send the proxy without naming the proxy holder, in such case, the proxy will be deemed to be given to the Chair of the Board of Directors or a person authorised by him.

The proxy form should be received by DNB Bank ASA, Registrar's Department no later than 4 p.m. on 20 May 2016.

**The proxy may be sent electronically through Fred. Olsen Energy's website <http://www.fredolsen-energy.com>, or through VPS Investor Services.**

It may also be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned .....  
hereby grants (tick one of the two):

the Chair of the Board of Directors (or a person authorised by him), or

.....  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of Fred. Olsen Energy ASA on 25 May 2016.

.....  
Place and date Shareholder's signature (Signature only when granting a proxy)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.

**Proxy (with voting instructions)**

This proxy form is to be used for a proxy with voting instructions. If you are unable to attend the ordinary General Meeting in person, you may use this proxy form to give voting instructions. You may grant a proxy with voting instructions to a person authorised by you, or you may send the proxy without naming the proxy holder, in which case the proxy will be deemed to have been given to the Chair of the Board of Directors or a person authorised by her.

The proxy form must be received by DNB Bank ASA, Registrar's Department, no later than 4 p.m. on 20 May 2016. It may be sent by e-mail: [genf@dnb.no](mailto:genf@dnb.no). Regular mail to DNB Bank ASA, Registrar's Department, P.O.Box 1600 Sentrum, 0021 Oslo, Norway.

The undersigned .....  
hereby grants

.....  
(Name of proxy holder in capital letters)

a proxy to attend and vote for my/our shares at the ordinary General Meeting of Fred. Olsen Energy ASA on 25 May 2016.

The votes shall be exercised in accordance with the instructions below. Please note that if any items below are not voted on (not ticked off); this will be deemed to be an instruction to vote "for" the proposals in the notice. However, if any motions are made from the floor in addition to or in replacement of the proposals in the notice, the proxy holder may vote or abstain from voting at his discretion. In such case, the proxy holder will vote on the basis of his reasonable understanding of the motion. The same applies if there is any doubt as to how the instructions should be understood. Where no such reasonable interpretation is possible, the proxy holder may abstain from voting.

<b>Agenda ordinary General Meeting 2016</b>	<b>For</b>	<b>Against</b>	<b>Abstention</b>
1. Opening of the Annual General Meeting by the Chairman of the Board.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Chairman for the meeting and one shareholder to sign the minutes together with the Chairman of the meeting and approval of the Notice of the Meeting and the Agenda.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Directors' Report and the annual accounts for 2015 for Fred. Olsen Energy ASA parent company and consolidated, hereunder the Board of Director's proposal on dividend.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Authorization for the Board of Directors to increase the share capital of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Authorization for the Board of Directors to purchase the Company's own shares ("Treasury shares").	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Statement by the Board of Directors on the remuneration of the senior management.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Stipulation of Board of Directors' fees.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Stipulation of Auditor's fee.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Election deputy Board of Director.			
Stephen Knudtzon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....  
Place and date

.....  
Shareholder's signature (Only for granting proxy with voting instructions)

With regard to rights of attendance and voting, reference is made to the Norwegian Public Limited Liability Companies Act, in particular Chapter 5. If the shareholder is a company, the company's certificate of registration must be attached to the proxy.